

EXHIBIT B

WELLS FARGO & COMPANY

POLICY REGARDING LEGAL CONFLICTS OF INTEREST

Revision of October 14, 2010

INTRODUCTION

The Wells Fargo Law Department has adopted the following policy regarding legal conflicts of interest resulting from a law firm's current or former representation of Wells Fargo, including the subsidiaries of Wachovia Corporation. The purpose of this policy is to provide Wells Fargo's general consent to some common conflicts of interest so that it will be unnecessary for outside counsel to obtain specific consents to such conflicts as they arise, to identify those conflicts to which Wells Fargo will not consent as a matter of policy, and to establish a process by which outside counsel may ask for specific consents to those conflicts to which Wells Fargo has not given a general consent but which are not prohibited as a matter of policy. All outside firms and lawyers who represent Wells Fargo must adhere to these policies.

EVEN WHERE A CONTEMPLATED REPRESENTATION IS PERMISSIBLE UNDER APPLICABLE RULES OF PROFESSIONAL CONDUCT AND THIS POLICY, WELLS FARGO EXPECTS ALL OUTSIDE COUNSEL TO CONSIDER THE POTENTIAL EFFECT OF THE REPRESENTATION ON ITS RELATIONSHIP WITH WELLS FARGO, AND TO AVOID THE REPRESENTATION IF IT COULD DAMAGE THIS RELATIONSHIP OR HAVE AN ADVERSE EFFECT ON COUNSEL'S EXERCISE OF PROFESSIONAL JUDGMENT ON BEHALF OF WELLS FARGO.

Wells Fargo may change this policy from time to time but no such change shall affect the validity of any general or specific consent given prior to such change.

Capitalized terms are defined in Exhibit A.

POLICY

1. General Rule: Outside Counsel Must Obtain Wells Fargo's Specific Consent to any Conflict of Interest

Except as provided in Section 2, a law firm must obtain Wells Fargo's specific consent before commencing any representation which would result in a Conflict of Interest for the firm, whether the Conflict of Interest arises as the result of a Transaction or a Dispute. Any request for specific consent must be submitted by e-mail to the Wells Fargo Conflicts Counsel identified on Exhibit D for the Wells Fargo Line of Business which is involved in the Transaction or Dispute causing the Conflict of Interest, and be substantially in the form of Exhibit B.

Wells Fargo Conflicts Counsel will respond to the request by e-mail, including additional conditions as may be deemed appropriate, and which response will constitute the final and exclusive understanding of the parties with respect to the

Conflict of Interest unless outside counsel requests a further change or modification to the terms and conditions of the specific consent, which must also be sent to Wells Fargo Conflicts Counsel by e-mail and, if acceptable, confirmed by Wells Fargo in a responsive e-mail.

2. Exceptions to General Rule: General Consents

- (a) Representation of Wells Fargo in a Transaction. Wells Fargo hereby consents to any Conflict of Interest arising out of a law firm's representation of a Wells Fargo Line of Business in a Transaction with an Adverse Party if the Conflict of Interest is caused solely by one or more of the following facts:
- (i) The firm's former representation of the Adverse Party in an unrelated Transaction; or
 - (ii) The firm's concurrent representation of the Adverse Party in an unrelated Transaction not involving the same Wells Fargo Line of Business.
- (b) Representation of Adverse Party in a Transaction. Wells Fargo hereby consents to any Conflict of Interest arising out of a law firm's representation of an Adverse Party in a Transaction with a Wells Fargo Line of Business if the Conflict of Interest is caused solely by one or more of the following facts:
- (i) The firm's concurrent or former representation of a different Wells Fargo Line of Business in an unrelated Transaction or Dispute, whether or not involving the Adverse Party; or
 - (ii) The firm's concurrent or former representation of the same Wells Fargo Line of Business in an unrelated Transaction or Dispute, provided that the Transaction or Dispute did not involve the Adverse Party.
- (c) Representation of Adverse Party in Dispute. Wells Fargo hereby consents to any Conflict of Interest arising out of a law firm's representation of an Adverse Party in a Dispute with Wells Fargo if the Conflict of Interest is caused solely by one or more of the following facts:
- (i) **Bankruptcy Matters.** The firm's representation of Wells Fargo as creditor in a bankruptcy case and the firm's concurrent representation of another creditor in the same case, or the firm's representation of a debtor in a bankruptcy case involving a claim by Wells Fargo against the debtor, where (A) the amount claimed by Wells Fargo is less than \$20,000, (B) the representation does not involve or give rise to a claim against Wells Fargo in the case or in any related litigation, and (C) the representation does not challenge the validity or priority of Wells Fargo indebtedness, or the validity of Wells Fargo's lien, if any;
 - (ii) **Foreclosures.** The firm's representation of a creditor in the judicial or non-judicial foreclosure of a lien on real or personal property which is also

encumbered by a Wells Fargo lien securing indebtedness of less than \$20,000, where the representation does not challenge the validity or priority of Wells Fargo's lien or attempt to subordinate Wells Fargo's lien or the related indebtedness;

- (iii) **Garnishments and Levies.** The firm's representation of a judgment creditor in a garnishment of or levy against the real or personal property of a Wells Fargo customer which is held or controlled by Wells Fargo where the representation does not challenge, either through litigation or motion, Wells Fargo's processing or enforcement of the garnishment or levy; or
 - (iv) **Subpoenas and Legal Process.** The firm's representation of a client seeking to obtain, by third-party subpoena or similar process, Wells Fargo documents, or information or testimony from a Wells Fargo employee concerning a Wells Fargo customer, where the representation does not involve the initiation of litigation, including, without limitation, motions to compel or for sanctions, against Wells Fargo.
- (d) General Consent Conditions. Lawyers in a firm who utilize the general consents granted by Wells Fargo under this Section 2 in order to represent an Adverse Party against a Wells Fargo Line of Business expressly agree that they will not (i) represent the Wells Fargo Line of Business on any matter related to the Transaction or discuss the pending Transaction with other lawyers in the firm who represent the Wells Fargo Line of Business during the pendency of the firm's representation of the Adverse Party on the Transaction, (ii) have worked on any Transaction for the Wells Fargo Line of Business during the preceding three years, (iii) use, access or disclose confidential information concerning the Wells Fargo Line of Business (including without limitation, trade secrets, and matters covered by the attorney work product privilege) or use, access or disclose records established for the Wells Fargo Line of Business (whether maintained in hard copy or electronic form), or (iv) represent an Adverse Party in any subsequent Dispute with the Wells Fargo Line of Business arising out of the Transaction or any prior Dispute for which a general or specific consent has been given by Wells Fargo.

3. When Specific Consent Will Not Be Considered

- (a) Disputes that Arise from a Matter with Wells Fargo. Wells Fargo will not consider giving specific consent to a Conflict of Interest to any law firm seeking to represent an Adverse Party against Wells Fargo in a Dispute if the Conflict of Interest has arisen in the course of the law firm's representation of either the Adverse Party or Wells Fargo in the same or a related Transaction or Dispute.
- (b) Concurrent Representation in a Transaction. Wells Fargo will not consider giving specific consent to a Conflict of Interest which would result in a law firm's concurrent representation of a Wells Fargo Line of Business and an Adverse Party in the same or a related Transaction, unless the representation of the Adverse Party is for purposes of delivering a third party legal opinion regarding one or

more legal issues applicable to the Transaction or a particular aspect of the Transaction.

- (c) No Prospective Consents. Except as provided in the general consents found in Section 2, Wells Fargo will not consent to any Conflict of Interest which has not yet arisen but which may arise in the future.
- 4. Examples. Examples of Conflicts of Interest that are covered by the general consents of Section 2 as well as those Conflicts of Interest that are prohibited as a matter of policy under Section 3 are listed in Exhibit C.
- 5. Exhibits. The following exhibits are attached to and form a part of these policies:

Exhibit A Definitions

Exhibit B Form of E-Mail Request for Specific Consent

Exhibit C Some Examples of Conflicts of Interest and their Treatment

Exhibit D Wells Fargo Lines of Business and Wells Fargo Conflicts Counsel

EXHIBIT A

DEFINITIONS

The following capitalized terms shall have the meanings indicated:

- (a) "Adverse Party" means a person or entity whose interests are sufficiently adverse to Wells Fargo's interests to create a Conflict of Interest.
- (b) "Conflict of Interest" means a conflict of interest arising under any applicable rules of professional conduct as a result of a law firm's past, present or proposed representation of Wells Fargo or an Adverse Party.
- (c) "Dispute" means a pending, threatened, or likely litigation, arbitration, bankruptcy, adversary proceeding, contested motion, alternative dispute resolution process or loan workout, including, without limitation, any foreclosure or collection action.
- (d) "Transaction" means any matter which is not a Dispute.
- (e) "Wells Fargo" means Wells Fargo & Company and its subsidiaries and employees, including legacy Wachovia Corporation and its subsidiaries and employees, whether acting in their own capacities or as fiduciaries, servicers, agents or representatives of other persons or entities; provided, however, that such term shall only include employees when the representation involves a claim or potential claim against any such employees acting in their capacity as employees, fiduciaries, servicers, agents, or representatives of Wells Fargo.
- (f) "Wells Fargo Conflicts Counsel" means, as to a Conflict of Interest with any Wells Fargo Line of Business, the lawyer or lawyers identified on Exhibit D.
- (g) "Wells Fargo Line of Business" means a line of business shown on Exhibit D.

EXHIBIT B

FORM OF E-MAIL REQUEST FOR SPECIFIC CONSENT

From: [Outside Law Firm]
To: Wells Fargo Conflicts Counsel
Cc: [Applicable Wells Fargo Relationship Manager, if applicable / known]
Subject: [Name of Adverse Party to Wells Fargo Line of Business]

Dear Wells Fargo Conflicts Counsel:

I am writing to request your specific consent to our representation of a party in a matter which would result in a Conflict of Interest that is not covered by any of the general consents contained in the current *Wells Fargo & Company Policy Regarding Legal Conflicts of Interest*.

THIS INSERT FOR USE IF FIRM WISHES TO REPRESENT ADVERSE PARTY

[Name of Adverse Party] (the "Adverse Party") has asked [name of law firm] (the "Firm") to represent [it] [him] [her] in connection with [a detailed description of the proposed (a) Transaction or (b) Dispute that explains why there is a Conflict of Interest and why it is not covered by a general consent, and which identifies (1) the adverse Wells Fargo Line(s) of Business, (2) the name and contact information of the responsible relationship manager or account officer, if applicable, (3) the lawyers of the Firm who will represent the Adverse Party, and (4) a listing of each Wells Fargo Line of Business that the Firm has represented or is currently representing and a description of the extent of the representation].

THIS INSERT FOR USE IF FIRM WISHES TO REPRESENT WELLS FARGO

[Wells Fargo [name of Wells Fargo Line of Business] has asked [name of law firm] (the "Firm") to represent it in connection with [a detailed description of the proposed (a) Transaction or (b) Dispute that explains why there is a Conflict of Interest and why it is not covered by a general consent, and which identifies (1) the [Name of Adverse Party] (the "Adverse Party") and the Firm's prior or concurrent relationship with the Adverse Party, (2) the responsible relationship manager or account officer, if applicable, and (3) the lawyers of Firm who will represent the Wells Fargo Line of Business]].

If you consent to our representation of [insert name of Wells Fargo Line of Business] [the Adverse Party] in this matter, we acknowledge and agree that the representation will be subject to all applicable rules of professional conduct and that the Firm will not (1) disclose to an Adverse Party any confidential information concerning Wells Fargo or its businesses (including, without limitation, trade secrets, matters covered by the attorney-client privilege and matters covered by the attorney work product privilege), (2) use such information in any matter or proceeding without Wells Fargo's consent, or (3) represent the Adverse Party in any subsequent Dispute with Wells Fargo arising out of the Transaction or any prior Dispute for which a general or specific consent has been given by Wells Fargo, as applicable.

If you agree that the Firm may conduct its proposed representation in the referenced matter subject to these conditions, or subject to such additional conditions as you may deem appropriate under the circumstances, please confirm this for me by return e-mail.

Sincerely,

EXHIBIT C

EXAMPLES OF SOME CONFLICTS OF INTEREST AND THEIR TREATMENT UNDER THESE POLICIES

I. Examples of Conflicts that are Covered by the General Consents in Section 2

Section 2(a)(i):

- The firm wishes to represent Wells Fargo's Commercial Banking Group in the negotiation of a commercial mortgage loan to Company A for the purpose of paying off a construction loan to Company A from Wells Fargo's Real Estate Group, but the firm formerly represented Company A in its purchase of the building from Company B or formerly represented Company A in the negotiation of the construction loan for the building.

Section 2(a)(ii):

- The firm wishes to represent Wells Fargo's Real Estate Group in the negotiation of a commercial mortgage loan to Company A for the purpose of acquiring a building from Company B but the firm is concurrently representing Company A on a sublease of space in a different building from Company B or from Wells Fargo's Corporate Properties Group.

Section 2(b)(i):

- The firm wishes to represent Company A in the negotiation of a commercial mortgage loan to Company A from Wells Fargo's Commercial Banking Group for the purpose of paying off a construction loan to Company A from Wells Fargo's Real Estate Group, but the firm formerly represented the Real Estate Group in the negotiation of the same construction loan with Company A.
- The firm wishes to represent Company A in the negotiation of a commercial mortgage loan to Company A from Wells Fargo's Real Estate Group, but the firm is currently representing Wells Fargo's Investment Management and Trust, which is acting in a fiduciary capacity in an unrelated matter (e.g. as a trustee or executor).
- The firm wishes to represent Company A in negotiating the terms of an investment management agreement with Wells Fargo Brokerage Services, LLC, while concurrently representing Wells Fargo's Real Estate Group on a series of ongoing commercial mortgage loan transactions.
- The firm wishes to represent Company A in the negotiation of a working capital line of credit from Wells Fargo Business Credit, but the firm is currently representing Wells Fargo's Commercial Banking Group in a bankruptcy case involving an unrelated third party debtor.

Section 2(b)(ii):

- The firm wishes to represent Company A in the negotiation of a commercial mortgage loan to Company A from Wells Fargo's Permanent Debt Finance for the purpose of acquiring a building from Company B, but the firm is concurrently representing Permanent Debt Finance in the negotiation of a commercial mortgage loan to Company B on a different building.
- The firm wishes to represent Company A in negotiating the prepayment of a commercial loan held in a securitization for which Wells Fargo's Corporate Trust Services serves as the trustee, but the firm is currently representing Wells Fargo's Corporate Trust Services in defending an unrelated lawsuit.
- The firm wishes to represent Company A in the negotiation of a working capital line of credit from Wells Fargo's Commercial Banking Group, but the firm is currently representing the same Commercial Banking Group in a bankruptcy case involving an-unrelated third party debtor.

II. Examples of Conflicts of Interest Which are Prohibited as a Matter of Policy

Section 3(b):

- The firm wishes to concurrently represent both Wells Fargo's Real Estate Group and Company A in the negotiation of a commercial mortgage loan to Company A from the Real Estate Group.
- The firm wishes to represent both Wells Fargo's Real Estate Group in the negotiation of a commercial mortgage loan to Company A and to concurrently represent Company A in the negotiation of a mezzanine loan to Company A from Wells Fargo's Real Estate Merchant Banking Group.

EXHIBIT D

(The Contact Information set forth below for
Wells Fargo Conflicts Counsel was last revised on November 12, 2009)

INDEX TO WELLS FARGO LINES OF BUSINESS (See page D-7 for Index to Wells Fargo Conflicts Counsel for Wells Fargo Bank CmBG and BBG Commercial Lending "Transaction" and "Dispute" matters.)		
Line of Business Groups	Page	Description of Line of Business Groups
Consumer Businesses	D-2	These are consumer lending and deposit taking businesses
Commercial Businesses	D-3- D4	These are commercial lending and leasing businesses
Special Situations Group	D-4	These units provide resolution management for portfolios of primarily legacy Wachovia Bank commercial mortgage and other assets
Investment Banking and Securities, Derivatives and Structured Finance Businesses	D-4- D-5	These are investment banking and securities, derivatives and structured finance businesses
Commercial Real Estate Lending Businesses	D-5	These are commercial real estate lending and servicing businesses
Insurance Businesses	D-6	These are insurance underwriting and distribution businesses
International Businesses	D-6	These are foreign exchange, trade services, international treasury, trade finance and risk management businesses
Other Businesses	D-6	These are internal "Enterprise Services" operations groups that support various Wells Fargo businesses

CONSUMER BUSINESSES

LINES OF BUSINESS	WELLS FARGO CONFLICTS COUNSEL
Auto Finance (Consumer)	Chris Keiser 610.595.5395 chriskeiser@wellsfargo.com
Consumer Deposits	Shirley Thompson 415.222.5350 shirley.n.thompson@wellsfargo.com
Credit, Debit and Prepaid Cards (Consumer)	Michael Wood 515.222.8218 michael.d.wood@wellsfargo.com
Direct Deposit Advance	Lydia Crawford 612.667.9332 lydia.p.crawford@wellsfargo.com
Education Finance Services	Chris Keiser 610.595.5395 chriskeiser@wellsfargo.com
Enterprise Marketing	Carrie Hefte 612.667.2328 carrie.hefte@wellsfargo.com
Global Remittance Services	Shirley Thompson 415.222.5350 shirley.n.thompson@wellsfargo.com
Home Equity Lending (Originations)	Karen Jackson 515.213.4154 karen.s.jackson@wellsfargo.com
Home Equity Lending (Servicing and Collections)	David Traxler 515.327.4425 david.h.traxler@wellsfargo.com
Investment Management and Trust	Linda Dillow 215.670.6864 linda.dillow@wellsfargo.com Ghada Saliba-Malouf 415.396.7655 salibang@wellsfargo.com
Internet Services Group / Online Bnkg.	Susan Lau 415.396.3512 susan.lau@wellsfargo.com
Lowry Hill	Kip Steincross 612.667.2334 warren.steincross@wellsfargo.com Ghada Saliba-Malouf 415.396.7655 salibang@wellsfargo.com
Personal Credit Management	Reed Ramsay 515.557.8866 reedramsay@wellsfargo.com
REliable Financial	Guy DuBose 949.727.1044 guy.dubose@wellsfargo.com
Retail Brokerage	Hal Clarke 704.383-0519 hal.clarke@wellsfargo.com
Wells Fargo Community Lending and Investment	Joel Hjelmaas 515.213.7141 joel.s.hjelmaas@wellsfargo.com Heidi Mason 515.213.4884 heidi.mason@wellsfargo.com
Wells Fargo Dealer Services	Guy DuBose 949.727.1044 guy.dubose@wellsfargo.com
Wells Fargo Financial National Bank (Retailer Finance – including non-real estate consumer)	Michael Wood 515.222.8218 michael.d.wood@wellsfargo.com
Wells Fargo Financial Real Estate (Including Wells Fargo Financial Bank and Wells Fargo Financial National Bank real estate matters)	Karen Jackson 515.213.4154 karen.s.jackson@wellsfargo.com
Wells Fargo Financial U.S. Consumer	Karen Jackson 515.213.4154 karen.s.jackson@wellsfargo.com
Wells Fargo Home Mortgage	David Gorsche 515.213.5599 david.gorsche@wellsfargo.com

COMMERCIAL BUSINESSES	
LINES OF BUSINESS	WELLS FARGO CONFLICTS COUNSEL
Auto Finance (Commercial)	Julie Sovern 704.383.2554 julie.sovern@wellsfargo.com
Business / Commercial Deposits	Bonnie Turner 213.253.7444 bturner@wellsfargo.com
Business Direct	Michael Love 415.396.3971 lovem@wellsfargo.com
Commercial Lending (Wells Fargo Bank's Business Banking Group "BBG" or Wholesale Commercial Banking "CinBG")	An appropriate Business & Community Banking, Commercial Workout, General Litigation or Wholesale Credit Section Lawyer (Names / contact information on page D-8 below)
Corporate Trust Services	Tim Carlin 612.667.7683 timothy.j.carlin@wellsfargo.com
Credit and Debit Cards (Commercial)	Michael Wood 515.222.8218 michael.d.wood@wellsfargo.com
Energy (Non Investment Banking)	Rueben Casarez 713.284.5528 casarer@wellsfargo.com
Equipment Finance	Judy VanOsdel 612.667.5424 judy.i.vanosdel@wellsfargo.com Stewart Abramson 212.805.1009 stewart.g.abramson@wellsfargo.com
Gaming (Non Investment Banking)	Miho Kubota 415.396.4244 miho.m.kubota@wellsfargo.com
Institutional Brokerage and Sales	Mark Reed 612.667.2087 mark.s.reed@wellsfargo.com
Internet Services Group / CEO	Susan Lau 415.396.3512 susan.lau@wellsfargo.com
Mutual Funds Management	Dave Messman 415.222.1140 messmand@wellsfargo.com
Norwest Equity Partners	Mary Schaffner 612.667.2367 mary.e.schaffner@wellsfargo.com
Norwest Venture Partners	Mary Schaffner 612.667.2367 mary.e.schaffner@wellsfargo.com
Peregrine Capital	Tim Carlin 612.667.7683 timothy.j.carlin@wellsfargo.com
Private Banking (Commercial)	Miho Kubota 415.396.4244 miho.m.kubota@wellsfargo.com
Private Banking (Consumer)	Lydia Crawford 612.667.9332 lydia.p.crawford@wellsfargo.com
Restaurant Finance (Non Investment Banking)	Bob Goldberg 212.805.1683 bob.goldberg@wellsfargo.com
Retirement Services	Ashleigh Morgan 704.374.6801 ashleigh.morgan@wellsfargo.com Brad Schlichting 612.667.6235 bradley.j.schlichting@wellsfargo.com
SBA Lending	Isaac Johnson 713.284.5507 isaac.johnson@wellsfargo.com
Shareowner Services	Mary Schaffner 612-667-2367 mary.e.schaffner@wellsfargo.com Sherri Gould 612.667.5003 sherri.h.gould@wellsfargo.com
U.S. Corporate Banking	Barbara Meeks 704.715.2413 barbara.meeks@wellsfargo.com Karl Christiansen 415.396.4221 karl.h.christiansen@wellsfargo.com
Wells Fargo Financial Corp Canada	Paul Young 905.755.5927 paulyoung@wellsfargo.com
Wells Fargo Financial Leasing	Shayne Vander Esch 515.557.7739 shaynevanderesch@wellsfargo.com
Wells Fargo Financial National Bank (Retailer Finance -- non-real estate commercial)	Reed Ramsay 515.557.8866 reedramsay@wellsfargo.com
Wells Fargo Merchant Services	Reed Ramsay 515.557.8866 reedramsay@wellsfargo.com
Wells Fargo Preferred Capital	Shayne Vander Esch 515.557.7739 shaynevanderesch@wellsfargo.com
Wells Fargo Capital Finance (Includes former Wells Fargo Foothill, Business Credit, Trade Capital, and domestic Supply Chain Finance)	Susan McClymonds 213.253.3582 susanmce@wellsfargo.com Kelly Thomas 704.374.3016 kelly.thomas1@wellsfargo.com Gary Heck 612.667.3971 gary.a.heck@wellsfargo.com

COMMERCIAL BUSINESSES (Continued)

LINES OF BUSINESS	WELLS FARGO CONFLICTS COUNSEL
Wells Fargo Securities	Vince Altamura 704.383.4903 vince.altamura@wellsfargo.com
WFC Capital Markets Equity Investments	Mary Schaffner 612.667.2367 mary.e.schaffner@wellsfargo.com Sherri Gould 612.667.5003 sherri.h.gould@wellsfargo.com
Wholesale Services Group / Treasury Management	Bonnie Turner 213.253.7444 bturner@wellsfargo.com

SPECIAL SITUATIONS GROUP (SSG)

LINES OF BUSINESS	WELLS FARGO CONFLICTS COUNSEL
SSG – CDOs and Repos	Nora Dahlman 212.214.6502 nora.dahlman@wellsfargo.com
SSG – Domestic Strategies (Resolutions and Transitions)	Joel Brighton 704.383.5699 joel.brighton@wellsfargo.com
SSG – Homebuilder	Alilda Ferraro 415.396.1652 alilda.d.ferraro@wellsfargo.com Chris Celio 704.374.4876 chris.celio@wellsfargo.com
SSG – Institutional Clients (Structured Transactions)	Bob Darling 415.396.3842 darling@wellsfargo.com
SSG – International	Raman Dinesh 011 44 20 7149 8118 raman.dinesh@wellsfargo.com
SSG – Non-Real Estate Assets (Managed by SIG Principal Investing)	Bob Darling 415.396.3842 darling@wellsfargo.com
SSG – ORE	Debbie Snyder 804.514.2327 snyderd@wellsfargo.com Alilda Ferraro 415.396.1652 alilda.d.ferraro@wellsfargo.com

INVESTMENT BANKING AND SECURITIES, DERIVATIVES AND STRUCTURED FINANCE BUSINESSES

LINES OF BUSINESS	WELLS FARGO CONFLICTS COUNSEL
Asset Backed Finance (Wells Fargo Securities)	Nora Dahlman 212.214.6502 nora.dahlman@wellsfargo.com
Debt Capital Markets – Investment Grade Securities	Laurie Watts 704.383.6641 laurie.watts@wellsfargo.com
Debt Capital Markets – Agented Loan Syndications and High Yield	Suzanne Alwan 704.383.6298 suzanne.alwan@wellsfargo.com
Derivatives (Credit Default Swaps)	Scott VanHatten 704.383.5175 scott.vanhatten@wellsfargo.com
Derivatives (Commodity)	Michelle Cenis 212.214.8123 michelle.cenis@wellsfargo.com
Derivatives (Equity)	Mary Lou Guttman 212.214.6060 marylou.guttman@wellsfargo.com
Derivatives (Municipal)	Jennifer Canel 847-780-4880 jennifer.canel@wellsfargo.com
Derivatives (All Other)	Barry Taylor Brill 704.383.0606 barry.taylorbrill@wellsfargo.com
Eastdil Securities (Non-real estate)	Ramey Barnett 415-396-1362 ramey.h.barnett@wellsfargo.com
Equity Capital Markets	Michael Golden 212.214.6063 m.golden@wellsfargo.com
Equity Linked Structured Products (Market Linked Notes and CDs)	John Beer 415-396-5826 john.m.beer@wellsfargo.com James McMullin 212.214.6062 james.mcmullin@wellsfargo.com
Equity Private Placements	Megan Robson 704.715.2489 megan.robson@wellsfargo.com

**INVESTMENT BANKING AND SECURITIES, DERIVATIVES AND STRUCTURED FINANCE
BUSINESSES (Continued)**

LINES OF BUSINESS	WELLS FARGO CONFLICTS COUNSEL
Equity Sales & Trading	Mary Lou Guttman 212.214.6060 marylou.guttman@wellsfargo.com James McMullin 212.214.6062 james.mcmullin@wellsfargo.com Michael Golden 212.214.6063 m.golden@wellsfargo.com
Financial Sponsors	Vince Altamura 704.383.4903 vince.altamura@wellsfargo.com
Fixed Income Sales and Trading	Vince Altamura 704.383.4903 vince.altamura@wellsfargo.com
International (Investment Banking)	See "International"
Investment Banking (General)	Mary Lou Guttman 212.214.6060 marylou.guttman@wellsfargo.com Vince Altamura 704.383.4903 vince.altamura@wellsfargo.com
Mergers & Acquisitions	Megan Robson 704.715.2489 megan.robson@wellsfargo.com
Principal Debt Investing (Proprietary Portfolio managed by SIG)	Nora Dahlman 212.214.6502 nora.dahlman@wellsfargo.com
Private Equity Fund & Merchant Banking Investments	Carson Warden 415.222.5857 carson.warden@wellsfargo.com Bob Darling 415.396.3842 darling@wellsfargo.com
Public Finance	Gerry Mayfield 704.383.0007 gerald.mayfield@wellsfargo.com
Securities Trading	Mary Lou Guttman 212.214.6060 marylou.guttman@wellsfargo.com
Securitizations (Wells Fargo – Originated Consumer Assets)	Larry Rubenstein 212.805.1042 larry.rubenstein@wellsfargo.com
Securitizations (Other)	Nora Dahlman 212.214.6502 nora.dahlman@wellsfargo.com
Structured Repurchase Agreements	Nora Dahlman 212.214.6502 nora.dahlman@wellsfargo.com
Other investment banking, derivatives structured finance or securities businesses not listed above	Nora Dahlman 212.214.6502 nora.dahlman@wellsfargo.com Mary Lou Guttman 212.214.6060 marylou.guttman@wellsfargo.com Barry Taylor Brill 704.383.0606 barry.taylorbrill@wellsfargo.com

COMMERCIAL REAL ESTATE LENDING AND SERVICING

LINES OF BUSINESS	WELLS FARGO CONFLICTS COUNSEL
Commercial Mortgage Servicing	Mike O'Neill 415.396.4051 oneill@wellsfargo.com Lars Carlsten 704.383.0385 lars.carlsten@wellsfargo.com
Commercial ORE	Alilda Ferraro 415.396.1652 alilda.d.ferraro@wellsfargo.com
Commercial Real Estate Services	Rob Coli 213.253.6542 rcoli@wellsfargo.com
Community Lending	Rob Coli 213.253.6542 rcoli@wellsfargo.com
Eastdil Securities (Commercial real estate brokerage only)	Mike O'Neill 415.396.4051 oneill@wellsfargo.com
Hospitality Finance Group	Chris Celio 704-374-4876 chris.celio@wellsfargo.com
Middle Market Real Estate	Rob Coli 213.253.6542 rcoli@wellsfargo.com
Real Estate Capital Markets (RECM)	Mike O'Neill 415.396.4051 oneill@wellsfargo.com
Real Estate Banking Group	Chris Celio 704-374-4876 chris.celio@wellsfargo.com Rob Coli 213.253.6542 rcoli@wellsfargo.com Alilda Ferraro 415.396.1652 alilda.d.ferraro@wellsfargo.com
Wells Fargo Multifamily Capital	Lars Carlsten 704.383.0385 lars.carlsten@wellsfargo.com

INSURANCE	
LINES OF BUSINESS	WELLS FARGO CONFLICTS COUNSEL
Wells Fargo & Company Indirect Subsidiaries	
Centurion Casualty Company Centurion Life Insurance Company Rural Community Insurance Wells Fargo Insurance Services Wells Fargo Insurance, Inc. Union Hamilton Reinsurance, Ltd Wachovia Warranty Corporation Wachovia Administrative Services, Inc. Heritage Mechanical Breakdown Corporation Heritage Indemnity Company Westlake Insurance Company, Ltd.	Wayne Robinson 612.667.5887 wayne.a.robinson@wellsfargo.com
Wells Fargo Bank, National Association Operating Divisions	
Flatiron Capital	Wayne Robinson 612.667.5887 wayne.a.robinson@wellsfargo.com

INTERNATIONAL	
LINES OF BUSINESS	WELLS FARGO CONFLICTS COUNSEL
Americas	Darek DeFreece 415.396.4364 dfreece@wellsfargo.com Bonnie Turner 213.253.7444 bturner@wellsfargo.com
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INDEX TO LAW DEPARTMENT SECTIONS ACTING AS WELLS FARGO CONFLICTS COUNSEL (These lawyers are Wells Fargo Conflicts Counsel for purposes of Wells Fargo Bank CmBG and BBG Commercial Lending "Transaction" and "Dispute" matters; Also see page D-2, <i>Commercial Businesses</i> .)		
Law Department Sections	Page	Description of Sections
Business & Community Banking Section	D-8	These commercial lawyers work on loan related matters for the Business Banking Group ("BBG"), Wells Fargo Bank's community banking line of business, and are the persons best situated to assist with any BBG "Transaction" related Conflict of Interest
Wholesale Credit Section	D-8	These commercial lawyers work on loan related matters for the Commercial Banking Group ("CmBG"), Wells Fargo Bank's Wholesale middle market lending line of business, and are the persons best situated to assist with any CmBG "Transaction" related Conflict of Interest
Commercial Workout Section	D-9	These commercial lending workout lawyers work with both the CmBG and BBG lending businesses, and are the persons best situated to assist with any CmBG or BBG related Conflict of Interest arising with respect to any loan workout, bankruptcy, foreclosure or collection "Dispute"
General Litigation Section	D-9	These litigation lawyers work with both the CmBG and BBG commercial lending businesses, and are the persons best situated to assist with any "Dispute" related Conflict of Interest (other than those more appropriately handled by Commercial Workout Section lawyers)
Employment Section	D-10	These lawyers are best situated to assist with any Conflict of Interest that arises with respect to employment and human resource related "Disputes"

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